

UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK

GEORGESON INC. f/k/a GEORGESON
SHAREHOLDER COMMUNICATIONS, INC. and
GEORGESON SECURITIES CORPORATION f/k/a
GEORGESON SHAREHOLDER SECURITIES
CORPORATION,

Plaintiffs,

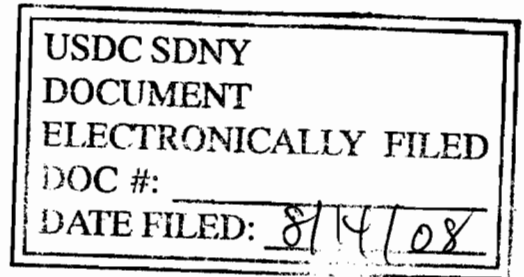
- against -

WESTCHESTER SURPLUS LINES INSURANCE
COMPANY,

Defendant.

Civil Action No.: 08 CV 02211

**STIPULATION OF
DISCONTINUANCE
WITH PREJUDICE**



IT IS HEREBY STIPULATED and agreed that the foregoing action is hereby discontinued with prejudice; and

IT IS FURTHER STIPULATED that as the parties have entered into a confidential settlement agreement dated August 4, 2008 no party or their counsel shall disclose the terms of said agreement absent an order of this Court or another Court of competent jurisdiction; and

IT IS FURTHER STIPULATED that as no party to this action is an infant or incompetent each party shall bear their own attorneys fees and costs.

Dated: New York, New York
August 13, 2008

A handwritten signature in black ink, appearing to read "Eli R. Mattioli".

Eli R. Mattioli, Esq.
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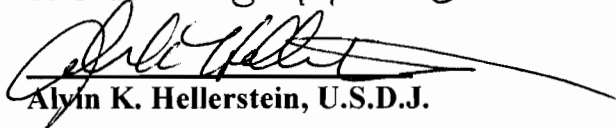
A handwritten signature in black ink, appearing to read "David S. Sheiffer".

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Attorneys for Plaintiffs

So Ordered: 8-14-08


Alvin K. Hellerstein, U.S.D.J.